

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

March 16, 2004

IN RE:)	
)	
PETITION OF XO TENNESSEE, INC.)	DOCKET NO.
FOR ARBITRATION WITH BELL SOUTH)	03-00630
TELECOMMUNICATIONS, INC)	
IN RE:)	
)	
PETITION FOR ARBITRATION OF THE)	DOCKET NO.
INTERCONNECTION AGREEMENT BETWEEN)	03-00631
BELL SOUTH AND XO TENNESSEE, INC.)	

**ORDER ACCEPTING ARBITRATION, APPOINTING ARBITRATORS AND
APPOINTING PRE-ARBITRATION OFFICER**

These matters came before Chairman Deborah Taylor Tate, Director Sara Kyle and Director Ron Jones of the Tennessee Regulatory Authority (the "TRA" or "Authority"), the voting panel assigned to Docket No. 03-00630, at a regularly scheduled Authority Conference held on January 26, 2004, upon the Petitions for Arbitration filed by XO Tennessee, Inc. ("XO") and BellSouth Telecommunications, Inc. ("BellSouth") on December 11, 2003.

Background


On January 7, 2004, XO filed a Motion for Consolidation in Docket No. 03-00630 requesting that the TRA consolidate the Petitions for Arbitration with the TRA. On January 13, 2004, BellSouth filed a response to XO's Motion, stating that BellSouth does not object to the request for consolidation.

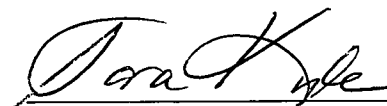
During the January 26, 2004 Authority Conference, Chairman Tate consolidated the individual dockets pursuant to 47 U.S.C. § 252, which permits the consolidation of arbitration

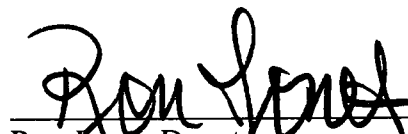
proceedings in order to reduce administrative burdens on telecommunications carriers. Because the earliest docket number was assigned to XO's petition, Docket No. 03-00631 was consolidated with Docket No. 03-00630 for the purposes of resolving both arbitrations. Thereafter, the panel assigned to Docket No. 03-00630 voted unanimously to accept the Petitions for Arbitration, appoint the Directors as Arbitrators and appoint General Counsel or his designee as the Pre-Arbitration Officer.

IT IS THEREFORE ORDERED THAT:

1. The Petitions for Arbitration filed by XO Tennessee, Inc. and BellSouth Telecommunications, Inc. are accepted.
2. The Directors assigned to Docket No. 03-00630 shall serve as Arbitrators.
3. Because Docket Nos. 03-00630 and 03-00631 are consolidated, Docket No. 03-00631 shall be deemed closed after entry of this Order. The record in Docket No. 03-00631 shall be a part of the record in Docket No. 03-00630 and all future filings shall be entered under Docket No. 03-00630.
4. The General Counsel or his designee is appointed Pre-Arbitration Officer in this matter to hear preliminary matters prior to the Arbitration, set a procedural schedule to completion and assist with mediation.


Deborah Taylor Tate, Chairman


Sara Kyle, Director


Ron Jones, Director